

MAR 31 '97 (MON)

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FLORIDA DIVISION OF CORPORATIONS

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FROM: LEVINE & PARTNERS, P.A.  
074677001117

ACCT#:

CONTACT: LIZ BREIER  
PHONE: (305)372-1350  
(305)372-1352

FAX #:

NAME: BARRY BELENKE COMPANY, INC.

AUDIT NUMBER.....H97000005241

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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1/c 3/31

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ARTICLES OF INCORPORATION OF  
BARRY BELENKE COMPANY, INC.

ARTICLE I  
NAME

The name of the Corporation is BARRY BELENKE COMPANY, INC.

ARTICLE II  
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV  
PRINCIPAL OFFICE

The principal office of the corporation is: 1110 Brickell Avenue, 7<sup>th</sup> Floor, Miami, Florida 33131.

ARTICLE V  
MAILING ADDRESS

The mailing address of the corporation is: 1110 Brickell Avenue, 7<sup>th</sup> Floor, Miami, Florida 33131.

Alan W. Levine, Esq.  
LEVINE & PARTNERS, P.A.  
1110 Brickell Avenue, 7th Floor  
Miami, Florida 33131  
Telephone: (305) 372-1350  
Florida Bar Number: 866822

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ARTICLE VI  
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII  
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX  
OFFICERS

The initial officer of the corporation is:

President:	Barry Belenke
Secretary:	Barry Belenke
Treasurer:	Barry Belenke

ARTICLE X  
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

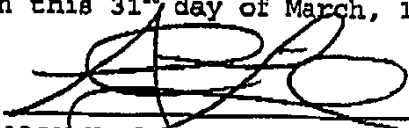
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ARTICLE XI  
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31<sup>st</sup> day of March, 1997.

  
ALAN W. LEVINE, ESQ.

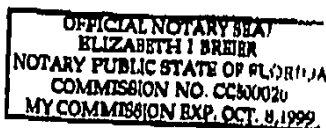
STATE OF FLORIDA :  
: SS:  
COUNTY OF DADE :

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 31<sup>st</sup> day of March, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:



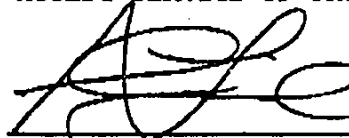
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CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED

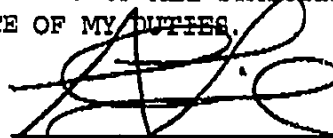
IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

THAT BARRY BELENKE COMPANY, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.  
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL  
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA.



ALAN W. LEVINE, ESQ.  
INCORPORATOR  
MARCH 31, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

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